

RECORDATION NO. 11303-1 FILED 11

SEP 4 '98

10:55 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

September 4, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated September 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreements, Equipment Leases and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 11303.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

RECEIVED
SURFACE TRANSPORTATION
BOARD
SEP 4 10 51 AM '98

Counterpart - Betty J. Jones

Mr. Vernon A. Williams
September 4, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

DATE: 9/4/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 9/4/98 at 10:55AM, and
assigned recordation number(s). 11303-E, 14098-D, 14187-A, 14241-G, 14327-B, 14639-G,
14867-C, 14891-G, 14993-F, 15596-G, 16288-B, 16500-C,
16553-C, 16946-E, 16947-E, 17348-F, 17349-F, 17350-F,
18132-F, 18133-F, 18134-A, 18357-J, 18449-A, 18870-B,
19487-F, 19488-F, 19489-C, 19623-D, 19708-A, 20034-F,
20035-F and 20036-C.

Sincerely Yours,

Vernon A. Williams

Enclosure(s)(32)
832.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



RECORDATION NO. 11303-E FILED

SEP 4 '98

10-55AM

STATEMENT OF NEW REPORTING MARKS dated as of September 1, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment have been assigned and granted as security by the Lessor, pursuant to that certain agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code to show for the public record both such reporting marks, and to preserve the protection of the rights afforded to the Lessor and the Secured Party in the Subject Equipment by said section 11301, when, if, as and whether such reporting marks are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McFadden

SCHEDULE A

Item 1, Lease:

dated as of March 15, 1985

Item 2, Lessor:

State Street Bank and Trust Company, 2 International Place,
Boston, MA 02110, as successor to Connecticut Bank and Trust
Company, One Constitution Plaza, Hartford, CT 06115, acting not
in its individual capacity but solely as trustee for Progress Leasing
Corporation under that certain Trust Agreement dated as of
March 15, 1985

Item 3, date of recordation of lease:

April 11, 1985

Item 4, recordation number of lease:

11303

Item 5, Security Agreements:

dated as of March 15, 1985

Item 6, Secured Party:

The Bank of New York, 101 Barclay Street, New York, NY 10286 as
successor to Mercantile-Safe Deposit and Trust Company, Two Hopkins
Plaza, P. O. Box 2258, Baltimore, MD 21203

Item 7, date of recordation of Security Agreements:

April 11, 1985

Item 8, recordation number of Security Agreements:

11303

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

CR 6620
CR 6621
CR 6623
CR 6624
CR 6625
CR 6627
CR 6631

PRR 8480
PRR 8481
PRR 8482
PRR 8483
PRR 8484
PRR 8485
PRR 8486

CR 6632
CR 6636
CR 6637
CR 6639
CR 6641
CR 6643
CR 6644

PRR 8487
PRR 8488
PRR 8489
PRR 8490
PRR 8491
PRR 8492
PRR 8493

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

CR 6622
CR 6626
CR 6628
CR 6629
CR 6630
CR 6633

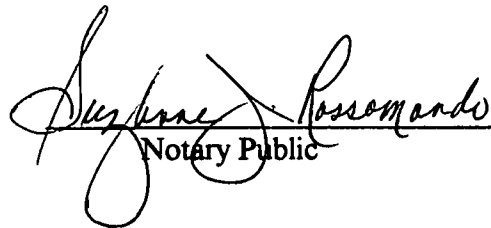
NYC 7116
NYC 7117
NYC 7118
NYC 7119
NYC 7120
NYC 7121

CR 6634
CR 6635
CR 6638
CR 6640
CR 6642

NYC 7122
NYC 7123
NYC 7124
NYC 7125
NYC 7126

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

On this *1st* day of September 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires:

NOTARIAL SEAL Suzanne J. Rossomando, Notary Public City of Philadelphia, Phila. County My Commission Expires June 28, 1999
